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PRICEWATERHOUSECOOPERS 

VIA CERTIFIED MAIL

February 27, 2001

PricewaterhouseCoopers LLP  
400 Campus Drive  
P.O. Box 988  
Florham Park NJ 07932  
Telephone (973) 236 4000  
Facsimile (973) 236 5000

Florida Department of State  
Division of Corporations  
Amendment Section  
P.O. Box 6327  
Tallahassee, FL 32314

Dear Sir or Madam:

Our client, Wilson Logistics, Inc. ("Wilson Logistics"), seeks to withdraw its authority to do business in the State of Florida.

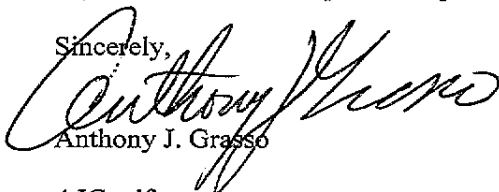
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-03/07/01--01008--002  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Wilson Logistics was incorporated in the State of Delaware. In anticipation of transacting business in the State of Florida, the corporation subsequently registered with the Florida Secretary of State. However, the corporation has remained inactive from the date of incorporation. The corporation does not own any property, nor does it have any employees. The corporation's only existence is its incorporation in Delaware. Wilson Logistics has not transacted business in any state and aside from qualifying to do business with the Office of the Secretary of State, the corporation has not registered for any business taxes or licenses.

Due to the fact that Wilson Logistics did not conduct any business activities anywhere or at any time, we respectfully request that the executed Application By Foreign Corporation For Withdrawal Of Authority To Transact Business Or Conduct Affairs In Florida (enclosed) be approved and notification of withdrawal sent to PricewaterhouseCoopers LLP at the address indicated above.

If you have additional questions, please call me at (973) 236-4971.

Sincerely,

  
Anthony J. Grasso

AJG:edf

With  
3-12-01  
AJG

FILED  
01 MAR -6 AM 9:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL  
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS  
IN FLORIDA**

WILSON LOGISTICS, INC.

(Name of Corporation)

Delaware

(Incorporated Under Laws Of)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

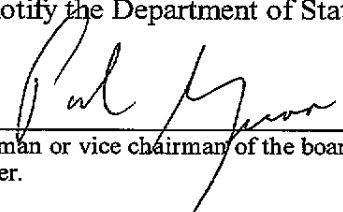
Ms. Susan Walz, Wilson Logistics, Inc., 270 Terminal Avenue

(Mailing Address)

Clark, NJ 07066

(City/State/Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

  
Signature of the chairman or vice chairman of the board,  
president, or any officer.

  
Title

PAUL GENOVA  
Typed or printed name

  
Date